




J. Craig Whitley
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
(Charlotte Division)

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| In re: |) | Chapter 11 |
| |) | |
| B GSE GROUP, LLC, |) | Case No. 23-30013 |
| |) | |
| Debtor. |) | |

**CONSENT ORDER REGARDING AUCTION OF CERTAIN PHYSICAL ASSETS AND
PENDING MOTION FOR STAY RELIEF**

This matter is before the Court on the agreement between (i) Industrial Maintenance Solutions, LLC (“IMS”) and (ii) Cole Hayes, Esq. solely in his capacity as Chief Restructuring Officer (“CRO”) under the Debtor’s Confirmed Chapter 11 Plan regarding certain matters pending before the Court, and with IMS having filed a Motion Seeking Relief From the Automatic Stay or a Finding that the Stay Was Inapplicable (“Stay Relief Motion”) [Doc. No. 179] that remains pending and with the CRO having filed a Motion to Sell Property Free and Clear by Public Auction on June 5, 2023 [Doc. No. 254], and with counsel for IMS having contacted the CRO about the sale of certain items of personal property pursuant to that motion, and with IMS and the CRO being in agreement as to the relief agreed to herein, and based upon a review of the record and being sufficiently advised in all respects,

IT IS HEREBY ORDERED, AGREED, AND ADJUDGED

1. The CRO and IMS agree that the personal property identified as Lot Nos. 526, 527, 528, and 529 by the auctioneer should be removed from the auction (“Excluded Items”).

The Excluded Items are:

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| 526 | U.S. Motors Steel Framed HVAC Fan |
| 527 | Wellsaw Band Saw Model 8 |
| 528 | Senco Van Norman Company Milling Machine Model 12 |
| 529 | The US. Elecrical Tool CO. Cincinnati Ohio Grinder/Wire Brush |

IMS and the CRO agree to coordinate on the recovery and removal of the Excluded Items so that the auctioneer will be on site to oversee the recovery of the Excluded Items.

2. IMS has asserted, and the CRO disputes, that certain items of personal property scheduled for auction belong to it and are not property of the Debtor. Based on a review of the lots scheduled for auction, IMS asserts that the personal property identified by the auctioneer with the following Lot Numbers (“Disputed Items”) are its property:

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| 4 | Tactical CNC model 03-0510 |
| 7 | Toyota Model 7FGCU35-BCS forklift |
| 27 | Metal Work Table with 6 Hanging Attachments, Contents and Conveyor Belt Machine |
| 93 | DeWalt miter saw with saw horse |
| 172 | Cutting torch and gauges |
| 214 | Large assortment of jack stands and paint drying stand |
| 230 | Rothenberher supermatic pipe threader |
| 293 | Plate Lifting Clamp Safety Clamp |
| 329 | Miller welding station |
| 330 | Miller welding station |
| 344 | Ellis Mitre Band Saw |
| 347 | A.B. MYR Sheet Metal Brake |
| 367 | Vectrax Vertical Mill |

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| 369 | Slip Roller |
| 419 | Milwaukee 1-9/16" Rotary Hammer and Case |
| 420 | Bosch Hammer and Case |
| 421 | Flat Filing Cabinet with Included Tools |
| 424 | Craftsman Tool Cabinet and Contents |
| 427 | Pittsburgh 20,000 Lbs Capacity Super Heavy Duty Hydraulic Equipment |
| 434 | Chain Wench |
| 441 | Uline Scale, Industry Electronic Balance and Weighing Indicator |
| 447 | Whiteboard |
| 448 | Whiteboard |

3. The CRO has asserted he can sell the Disputed Items at auction free and clear of all liens, claims, and encumbrances with same to attach to the proceeds pursuant to 11 U.S.C. § 363(f)(4). Subject to 11 U.S.C. § 363(f)(4) and the terms of this Consent Order, IMS consents to the CRO's sale of the Disputed Items. The CRO agrees and acknowledges that IMS reserves all its rights and claims regarding the title to the Disputed Items and claims to any net proceeds after the costs of sale following the auction. Similarly, all other parties will retain their rights and claims with respect to the title to the Disputed Items and the proceeds thereof. All parties agree that this Court retains jurisdiction to determine ownership of the Disputed Items and/or any competing claims to the proceeds therefrom.

4. With respect to the pending Stay Relief Motion, the Stay Relief Motion is granted as set forth herein. First, IMS and its co-Plaintiffs can continue litigation of their claims against Luckey Enterprises, LLC ("Luckey") and Bryan Bullerdick in the Civil Action, as that term is defined in the Stay Relief Motion, without violating the automatic stay or any other order of this Court. Second, IMS can assert whatever claims it has against Luckey regarding the title to and use of any Intellectual Property, as defined in the Stay Relief Motion, that IMS asserts is its

personal property. Pursuant to the sale of assets approved in this Case [Doc. No. 265], Luckey only acquired Intellectual Property that was the Debtor's property and the Court made no adjudication or findings concerning ownership of any Intellectual Property. For the avoidance of doubt, this Court relinquishes any jurisdiction it had over any disputes regarding title to or use of any Intellectual Property that the Debtor purportedly transferred to Luckey.

Consented To:

/s/ Tyler J. Mitchell
Tyler J. Mitchell (NC Bar No. 56836)
Ellen Arvin Kennedy (admitted pro hac vice)
Dinsmore & Shohl LLP
211 North Pennsylvania St., Ste 1800
Indianapolis, IN 46204

/s/ Cole Hayes
Cole Hayes (NC Bar No. 44443)
601 S. Kings Drive
Suite F PMB #411
Charlotte, NC 28204
Chief Restructuring Officer of B GSE Group, LLC

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| This Order has been signed electronically. The Judge's signature and Court's seal appear at the top of this Order. | United States Bankruptcy Court |
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